

EXHIBIT “D”

1 GLYNN & FINLEY, LLP
 CLEMENT L. GLYNN, Bar No. 57117
 2 ADAM FRIEDENBERG, Bar No. 205778
 One Walnut Creek Center
 3 100 Pringle Avenue, Suite 500
 Walnut Creek, CA 94596
 4 Telephone: (925) 210-2800
 Facsimile: (925) 945-1975
 5 Email: cglynn@glynnfinley.com
afriedenberg@glynnfinley.com
 6
 7 Attorneys for Defendant and Counter-Plaintiff
 ConocoPhillips Company

8
 9 UNITED STATES DISTRICT COURT
 10 NORTHERN DISTRICT OF CALIFORNIA

| | | |
|--|---|--|
| 11 HOUTAN PETROLEUM, INC. |) | Case No. 3:07-cv-5627 |
| 12 Plaintiff, | | <u>DEFENDANT AND COUNTER- PLAINTIFF CONOCOPHILLIPS COMPANY'S INITIAL DISCLOSURES</u> |
| 13 vs. | | |
| 14 CONOCOPHILLIPS COMPANY, a Texas corporation and DOES 1 through 10, 15 Inclusive | | |
| 16 Defendants. |) | Trial Date: February 11, 2008 Time: 10:00 a.m. Courtroom: 1 Before: Hon. Samuel Conti |

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 18 These initial disclosures are made based on information currently known to
 19 ConocoPhillips Company ("ConocoPhillips"). Discovery and investigation are ongoing, and
 20 ConocoPhillips reserves the right to use at trial such further and additional witnesses, documents
 21 and damages information as may become known in the course of ConocoPhillips' investigation
 22 and discovery. Subject to the foregoing, ConocoPhillips makes the following initial disclosures
 23 pursuant to Federal Rule of Civil Procedure 26 and the agreement of the parties.

24 **I. WITNESSES**

25 Defendant and Counter-Plaintiff ConocoPhillips Company may use the following
 26 witnesses to support its claims and defenses:

27 1. Dan Pellegrino. Mr. Pellegrino is an employee of ConocoPhillips and may be
 28 contacted through ConocoPhillips' counsel of record. He may have information regarding

1 ConocoPhillips' discussions with Plaintiff, the parties' franchise relationship, the franchise
2 agreement that is at issue in this matter, and issues related to ConocoPhillips' counterclaims.

3 2. Greg Vasquez. Mr. Vasquez is an employee of ConocoPhillips and may be
4 contacted through ConocoPhillips' counsel of record. He may have information regarding the
5 parties' franchise relationship, the franchise agreement that is at issue in this matter and the
6 termination of said agreement.

7 3. David Nash. Mr. Nash is an employee of ConocoPhillips and may be contacted
8 through ConocoPhillips' counsel of record. He may have information regarding the parties'
9 franchise relationship, the franchise agreement that is at issue in this matter and the termination
10 of said agreement.

11 4. Jay Rollins. Mr. Rollins is an employee of ConocoPhillips and may be contacted
12 through ConocoPhillips' counsel of record. He may have information regarding ConocoPhillips'
13 discussions with Plaintiff, the franchise agreement that is at issue in this matter, and issues
14 related to ConocoPhillips' counterclaims.

15 5. Phillip Bonina. Mr. Bonina is an employee of ConocoPhillips and may be
16 contacted through ConocoPhillips' counsel of record. He may have information regarding the
17 franchise agreement that is at issue in this matter, the expiration of ConocoPhillips' underlying
18 property lease of the service station property at issue, ConocoPhillips' efforts to obtain an
19 extension and/or renewal of said underlying property lease, ConocoPhillips' bona fide offer to
20 sell its equipment and improvements at the subject station to Plaintiff, and issues related to
21 ConocoPhillips' counterclaims.

22 6. Richard Mathews. Mr. Mathews may be contacted through ConocoPhillips'
23 counsel of record. He may have information regarding the franchise agreement that is at issue in
24 this matter, the expiration of ConocoPhillips' underlying property lease of the service station
25 property at issue, ConocoPhillips' efforts to obtain an extension and/or renewal of said
26 underlying property lease, ConocoPhillips' bona fide offer to sell its equipment and
27 improvements at the subject station to Plaintiff, and issues related to ConocoPhillips'
28 counterclaims.

1 7. John Vidovich, De Anza Properties, 920 West Fremont Avenue, Sunnyvale,
2 California. Mr. Vidovich may have information regarding ConocoPhillips' underlying property
3 lease of the service station property at issue, ConocoPhillips' efforts to obtain an extension
4 and/or renewal of said underlying property lease and Plaintiff's current lease agreement.

5 8. Carla Wilkey, De Anza Properties, 920 West Fremont Avenue, Sunnyvale,
6 California. Ms. Wilkey may have information regarding ConocoPhillips' underlying property
7 lease of the service station property at issue, ConocoPhillips' efforts to obtain an extension
8 and/or renewal of said underlying property lease and Plaintiff's current lease agreement.

9 **II. DOCUMENTS**

10 Pursuant to Rule 26(a)(1)(ii) and the agreement of the parties, ConocoPhillips produces
11 herewith all documents it may use to support its claims and defenses, with the exception of
12 documents which either party has already produced, exchanged or submitted as part of a
13 pleading, motion or other paper filed in this action.

14 **III. DAMAGES**

15 ConocoPhillips will seek compensatory damages reflecting Plaintiff's failure to pay rent
16 for equipment and improvements owned by ConocoPhillips which Plaintiff has wrongfully
17 retained. The appropriate market rent for this property is \$4,000 per month. In addition,
18 ConocoPhillips seeks punitive damages, disgorgement of amounts by which Plaintiff has been
19 unjustly enriched and attorneys' fees.

20

21 Dated: January 28, 2008

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GLYNN & FINLEY, LLP
CLEMENT L. GLYNN
ADAM FRIEDENBERG
One Walnut Creek Center
100 Pringle Avenue, Suite 500
Walnut Creek, CA 94596

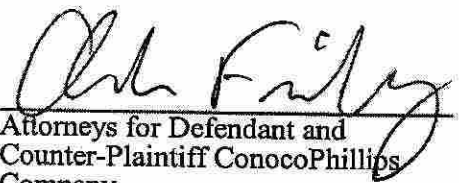
By 
Attorneys for Defendant and
Counter-Plaintiff ConocoPhillips
Company

EXHIBIT “E”

1 GLYNN & FINLEY, LLP
 CLEMENT L. GLYNN, Bar No. 57117
 2 ADAM FRIEDENBERG, Bar No. 205778
 One Walnut Creek Center
 3 100 Pringle Avenue, Suite 500
 Walnut Creek, CA 94596
 4 Telephone: (925) 210-2800
 Facsimile: (925) 945-1975
 5 Email: cglynn@glynnfinley.com
afriedenberg@glynnfinley.com
 6
 Attorneys for Defendant and Counter-Plaintiff
 7 ConocoPhillips Company

8
 9 UNITED STATES DISTRICT COURT
 10 NORTHERN DISTRICT OF CALIFORNIA

| | | |
|--|---|---|
| 11 HOUTAN PETROLEUM, INC. |) | Case No. 3:07-cv-5627 |
| 12 Plaintiff, | | <u>DEFENDANT AND COUNTER- PLAINTIFF CONOCOPHILLIPS EXPERT WITNESS DISCLOSURE</u> |
| 13 vs. | | |
| 14 CONOCOPHILLIPS COMPANY, a Texas corporation and DOES 1 through 10, 15 Inclusive | | |
| 16 Defendants. |) | |

17
 18 Pursuant to Federal Rule of Civil Procedure 26 and the parties' agreement, Defendant and
 19 Counter-Plaintiff ConocoPhillips Company ("ConocoPhillips") hereby discloses Peter Morrison
 20 as an expert witness it expects to use at trial to present evidence. Mr. Morrison's qualifications
 21 are reflected in the Curriculum Vitae attached hereto as Exhibit A. Mr. Morrison's compensation
 22 for this matter is \$375 per hour. Pursuant to the parties' agreement, an appraisal report reflecting
 23 opinions Mr. Morrison may offer at trial is attached hereto as Exhibit B. Mr. Morrison may also
 24 offer opinions in response or rebuttal to experts and expert opinions on which Plaintiff relies.

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1 This disclosure is made based on information currently known to ConocoPhillips.
2 Discovery and investigation are ongoing, and ConocoPhillips reserves the right to offer at trial
3 such further and additional opinions and/or expert witnesses as may become necessary.
4

5 Dated: January 28, 2008

6 GLYNN & FINLEY, LLP
7 CLEMENT L. GLYNN
8 ADAM FRIEDENBERG
9 One Walnut Creek Center
10 100 Pringle Avenue, Suite 500
11 Walnut Creek, CA 94596

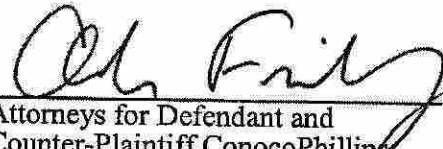
12 By 
13 Attorneys for Defendant and
14 Counter-Plaintiff ConocoPhillips
15 Company
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EXHIBIT A

**PROFESSIONAL
QUALIFICATIONS**

pmorrison@valuationresearch.com

Peter L. Morrison
414/221-6236

PROFESSIONAL POSITION

Senior vice president and professional services manager – real property with Valuation Research Corporation.

CERTIFICATIONS AND PROFESSIONAL AFFILIATIONS

Wisconsin Certified General Appraiser and Licensed Appraiser No. 700-010
Associate Member of the Appraisal Institute



EDUCATION

B.A., geography, with special emphasis on urban economics and planning, Macalester College, St. Paul, Minnesota, 1978

Coursework in the growth and development of Scandinavian cities and urban planning in Scandinavia, Universitetet i Oslo, Oslo, Norway, 1976

A candidate for membership (MAI) in the Appraisal Institute, Mr. Morrison has completed the following institute courses:

- | | |
|------|--|
| 1A-1 | Real Estate Principles |
| 1A-2 | Basic Valuation Procedures |
| 8-2 | Residential Valuation |
| 310 | Basic Income Valuation |
| 410 | Standards of Professional Practice, Part A |
| 420 | Standards of Professional Practice, Part B |
| 510 | Advanced Income Valuation |
| 520 | Highest and Best Use and Market Analysis |
| 530 | Advanced Sales Comparison and Cost Approaches |
| 540 | Report Writing and Valuation Analysis |
| 550 | Advanced Applications |
| -- | Non-Residential Demonstration Appraisal Report Writing Seminar |
| -- | Appraising from Blueprints and Specifications |
| -- | Subdivision Analysis |
| -- | Analyzing Operating Expenses |
| -- | Valuation of Detrimental Conditions in Real Estate |
| -- | Introduction to International Valuation Standards |
| -- | Appraising Convenience Stores |
| -- | Feasibility, Market Value, Investment Timing: Option Value |
| -- | Attacking and Defending an Appraisal in Litigation |
| -- | National USPAP Update |

PROFESSIONAL EXPERIENCE

| | |
|----------------|---|
| 1994 - Present | Member of the professional staff of Valuation Research Corporation. |
|----------------|---|

**PROFESSIONAL
QUALIFICATIONS***pmorrison@valuationresearch.com**Peter L. Morrison
414/221-6236***PROFESSIONAL EXPERIENCE** (Continued)

- 1988 - 1994 Director of reports and documentation for Universal Medical Buildings, Milwaukee, Wisconsin. Responsible for financial modeling and analysis of healthcare facilities and medical office projects. Produced all project-related legal documentation, including Certificate of Need applications, construction agreements, ownership and rental documents, and private placement memoranda for financing of limited partnerships.
- 1986 - 1988 Commercial and industrial appraiser, Michael J. Barnard & Associates, Green Bay, Wisconsin. Researched and analyzed physical, functional, and economic factors to establish value of vacant sites and subdivisions, multi-family projects, retail facilities, offices, restaurants, and industrial plants.
- 1983 - 1985 Assistant vice president and appraisal services manager, Great Northern Development Corporation, Green Bay. Appraised residential and commercial properties for loan underwriting and fee clients. Also responsible for staff management and development and for corporate profitability.
- 1981 - 1983 Project manager, James R. Laird Real Estate Appraisal Consultants, Inc., Appleton, Wisconsin. Appraised real and personal properties for municipal clients throughout Wisconsin and Upper Michigan.
- 1979 - 1981 Real estate broker, Wisconsin. Handled all aspects of residential and commercial business.
- 1978 - 1979 Community planner, Midtown East Citizens Association, Green Bay. Responsible for production of comprehensive plan for area development.

VRC**MAJOR CLIENTS SERVED**

| | |
|-------------------------------------|---|
| Allied Film & Video, Inc. | Cargill |
| American Materials Corporation | The Chase Manhattan Bank, N.A. |
| American Specialty & Craft | Chemical Bank |
| Beer Company | Chemical Securities, Inc. |
| Anchor Advanced Products | The CIT Group, Inc. |
| Applied Power | Citibank, Inc. |
| Arkansas Best Corporation | CKE Restaurants, Inc. |
| Associated Bank | Company Comanche County Memorial Hospital |
| Bankers Trust | ConocoPhillips |
| Bank One | CPC International |
| Bemis Manufacturing | Dean Foods, Inc. |
| Brunswick Corporation | Dickinson County Memorial |
| Burlington Memorial Hospital | Hospital System |
| Caisse Nationale de Credit Agricole | Doe Run Company |

**PROFESSIONAL
QUALIFICATIONS**

pmorrison@valuationresearch.com

*Peter L. Morrison
414/221-6236*

MAJOR CLIENTS SERVED *(Continued)*

Dynamic Industries, Inc.
Edison Brothers Stores, Inc.
Federal Deposit Insurance
Corporation
Petrellgas, Inc.
First Bank
Freeman Spogli & Co.,
Incorporated
General Electric Capital
Structured Finance
Getty Petroleum
GranCare
Hanson Industries
Harvard Industries, Inc.
Haworth, Inc.
H.B. Fuller
Huntsman Corporation
Indian Summer, Inc.
Ingersoll Rand Company
Johnson Controls, Inc.
Journal Communications
Kraft Foods
The Pantry/Lil' Champ
Food Stores, Inc.
Lehman Brothers
Marshfield Clinic, S.C.
M&I Marshall & Ilsley Bank
Miller Brewing Company
Milwaukee Medical Center, S.
Nationsbank Capital
Markets, Inc.
Neenah Foundry

Phillips Petroleum Company
Playboy Enterprises, Inc.
P.M. Beef Group, Inc.
Schwitzer Group
ShopKo Stores, Inc.
Sinai Samaritan Medical Center
Societe Generale
Stoughton Trailers, Inc.
Stroh Brewing Company
Siemens Corporation
Sun Capital Partners
Sunoco
Sybra
Thiokol Corporation
The Times Mirror Company
Tosco Corporation
Transamerica Business Credit
Corporation
Tribune Company
UBS Capital Corporation
United Rentals, Inc.
Universal Foods Corporation
Universal Forest Products
Valero Energy Corporation
Versa Technologies, Inc.
Winthrop Financial Associates
WMVS-TV Channel 10/WMTV-TV
Channel 36

VRC

EXHIBIT B

Building Improvements

| | |
|--|------------------|
| Base Cost (Sec 64/Pg 1, Class S, Average) | \$95.03 |
| Multipliers: | |
| Area/Perimeter | 0.956 |
| Height | 1.000 |
| Current Cost | 1.030 |
| Local | 1.210 |
| Total | <u>1.191</u> |
| Adjusted Base Cost | \$113.18 |
| Building Area (SF) | <u>1,624</u> |
| Subtotal Replacement Cost New (RCN) | \$183,804 |
| Less Physical Deterioration @ 60% | <u>(110,283)</u> |
| Subtotal RCN Less Physical Deterioration | 73,521 |
| Add Soft Costs (Permitting and Entitlements) | <u>202,500</u> |
| Total RCN Less Physical Deterioration - Building | \$276,021 |

Site Improvements

| Description | Units | Unit Cost | Total RCN | Effective Age | Economic Life | % Physical Deterioration | RCNLD |
|-------------------------------|-----------|-----------|-----------|---------------|---------------|--------------------------|--------------|
| Grading | 24,700 SF | \$0.29 | 7,163 | -- | -- | -- | 7,163 |
| Asphalt Paving | 12,000 SF | \$2.44 | 29,280 | 6 | 10 | 60% | 11,712 |
| Concrete Paving | 8,000 SF | \$6.69 | 53,520 | 9 | 16 | 56% | 23,549 |
| Concrete Curbing | 370 LF | \$9.00 | 3,330 | 11 | 20 | 55% | 1,499 |
| Landscaping | -- | -- | -- | -- | -- | -- | 5,000 |
| Miscellaneous (Fencing, etc.) | 120 LF | \$25.00 | 3,000 | 0 | 25 | 0% | 3,000 |
| Trash Enclosure | 80 SF | \$5.65 | 452 | 15 | 25 | 60% | 181 |
| Lighting | 3 Fix | \$1,815 | 5,445 | 9 | 16 | 56% | <u>2,396</u> |

Total Replacement Cost New Less Physical Deterioration - Site Improvements

54,499

Gasoline Related Improvements

| Description | Units | Unit Cost | Total RCN | Effective Age | Economic Life | % Physical Deterioration | RCNLD |
|--------------------------|----------|-----------|-----------|---------------|---------------|--------------------------|--------------|
| Canopy | 1,012 SF | \$29.44 | 29,793 | 9 | 16 | 56% | 13,109 |
| Canopy | 1,012 SF | \$29.44 | 29,793 | 9 | 16 | 56% | 13,109 |
| Signage | 1 Fix | \$7,879 | 7,879 | | | 50% | 3,940 |
| Machinery and Equipment: | | | | | | | |
| UST 12,032 Gal | 1 | \$41,689 | 41,689 | | | 46% | 22,512 |
| UST 12,032 Gal | 1 | \$39,120 | 39,120 | | | 46% | 21,125 |
| UST 550 Gal | 1 | \$11,151 | 11,151 | | | 46% | 6,022 |
| Dispensers | 6 | \$18,255 | 109,530 | | | 42% | 63,527 |
| Control Console | 1 | \$14,002 | 14,002 | | | 42% | 8,121 |
| Piping | -- | \$4,278 | 25,668 | | | 32% | 17,454 |
| Spill Containment | -- | \$24,530 | 24,530 | | | 44% | 13,737 |
| Additional Installation | -- | \$51,341 | 51,341 | | | 57% | 22,077 |
| Lift | 3 | \$6,441 | 19,323 | | | 71% | 5,604 |
| Air Compressor | 1 | \$4,273 | 4,273 | | | 61% | <u>1,666</u> |

Total Replacement Cost New Less Physical Deterioration - Gasoline Related Improvements

212,002

Subtotal Replacement Cost New of Improvements Less Physical Deterioration
Less Functional Obsolescence
Less External Obsolescence

\$542,522
0
0

Total Replacement Cost New of Improvements Less Physical Deterioration
Add Land Value

\$542,522
1,729,000

Total Estimated Value by the Cost Approach

\$2,271,522

Rounded

\$2,270,000

EXHIBIT “F”

Gennady

From: Adam Friedenberg [afriedenberg@glynnfinley.com]
Sent: Wednesday, January 30, 2008 4:54 PM
To: glebedev@bleaufox.com
Subject: RE: Houtan Petroleum v. ConocoPhillips

Gennady, I will obtain and produce a copy of the complete appraisal report soon as possible. I am hopeful that will be tomorrow.

Regarding ConocoPhillips witnesses, I will provide shortly either addresses or confirmation that we will accept service of trial subpoenas. As you know, I have been in deposition all day and thus have not had an opportunity to address these issues sooner.

Regarding Rule 26 and expert disclosures, we are adding two witnesses:
1) Sandy Matthews, who is a ConocoPhillips employee, as a fact witness, and 2) Robert W. Wintz of Valuation Research Corporation, who will testify as an expert witness.

Also, to clarify, Peter Morrison has not testified in any other cases during the previous four years and has not authored any publications in the last ten years.

Adam

-----Original Message-----

From: Gennady [mailto:glebedev@bleaufox.com]
Sent: Wednesday, January 30, 2008 2:10 PM
To: Adam Friedenberg
Subject: Houtan Petroleum v. ConocoPhillips

Adam:

We still have not received a copy of your expert's appraisal report.

Since

you have failed to provide the appraisal pursuant to our agreement, Mr.

Plaine cannot be expected to give his full opinions regarding the appraisal at his deposition tomorrow. Nevertheless, please be advised that we do intend to have Andrew Plaine comment on ConocoPhillips' appraisal at trial.

Additionally, in your initial Rule 26 disclosures, ConocoPhillips listed names of several employees with relevant information regarding the case.

Instead of providing their addresses and telephone numbers as required by Rule 26, ConocoPhillips indicated that these individuals may be contacted through your firm as its counsel. Please advise if you will be accepting service of subpoenas of these individuals for trial. If not, I request that you provide their addresses and telephone numbers immediately.

Gennady L. Lebedev
BLEAU FOX, A P.L.C.
3575 Cahuenga Bl. West, Suite 580
Los Angeles, CA 90068
Tel.: (323) 874-8613
Fax: (323) 874-1234
GLEbedev@BleauFox.com

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EXHIBIT “G”

Gennady

From: Adam Friedenber [afriedenberg@glynnfinley.com]
Sent: Friday, March 28, 2008 5:54 PM
To: glebedev@bleaufox.com
Subject: RE: Houtan

Gennady:

The consultant would be on valuation issues, either a previously disclosed expert or an additional retained consultant. At this point, I do not know the specific individual who will attend, though I am agreeable to providing the names of all attendees at a reasonable time prior to the inspection.

I understand that you have moved to exclude experts, and obviously the Court may address that motion at an appropriate time. We disagree that there is any basis for exclusion, particularly given the absence of any prejudice and the ample time you had and now have to conduct any necessary discovery. In any event, the issue is irrelevant to the inspection request. Rule 34 permits an inspection regardless of whether the proposed attendees plan to testify at trial. Moreover, your statement that "discovery has long since been cut off" is simply incorrect. There is no operative discovery cutoff and in fact the Court has never ordered any discovery deadlines.

We have served an inspection demand, noticing the inspection for April 30 at 1:00 p.m. I am happy to reschedule for any other mutually convenient time. Please advise.

Adam

From: Gennady [mailto:glebedev@bleaufox.com]
Sent: Friday, March 28, 2008 4:41 PM
To: Adam Friedenber
Subject: RE: Houtan

Adam:

First, I have not said that we would not cooperate. I merely asked you to identify the purpose for the inspection and to identify your expert so I can discuss it with the client, which I have yet to do (you are asking for this on Friday afternoon during Spring Break after all).

Additionally, our objection is based on your failure to comply with the rules. You have not obtained leave of Court to be excused from compliance with Rule 26 and our **motion to strike your experts** is still pending and is yet to be ruled on. Moreover, if you are intending to designate yet another expert that was not previously disclosed, it prejudices our trial preparation even further.

Finally, although probably will not have a problem with your client conducting an inspection as part of its normal business practices to ascertain the state of its equipment, we may have a problem if the purpose of the inspection is for trial preparation (as you have indicated), **especially if you intend to designate a new expert**. Finally, I do not believe that Rule 34 applies here, since discovery has long since been cut off.

I therefore request again that you identify the expert who you would like to conduct an inspection and his or her field of expertise, so I can discuss it with our client.

Gennady L. Lebedev
BLEAU FOX, A P.L.C.
3575 Cahuenga Bl. West, Suite 580
Los Angeles, CA 90068
Tel.: (323) 874-8613

7/28/2008

EXHIBIT “H”

GLYNN & FINLEY, LLP
ONE WALNUT CREEK CENTER
SUITE 500
100 PRINGLE AVENUE
WALNUT CREEK, CALIFORNIA 94596
TELEPHONE: (925) 210-2800

FACSIMILE: (925) 945-1975

WRITER'S DIRECT DIAL NUMBER
(925) 210-2809

e-mail: afriedenberg@glynnfinley.com

July 31, 2008

ConocoPhillips/Houtan Petroleum

VIA FACSIMILE AND FEDEX

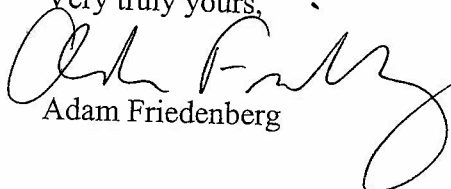
Gennady Lebedev, Esq.
Bleau Fox
3575 Cahuenga Boulevard West, Suite 580
Los Angeles, CA 90068-1336

Dear Gennady:

Enclosed is our supplemental expert disclosure of Jeff M. Key. As noted in the enclosed disclosure, Mr. Key has been unable to complete his expert witness report because you have refused to work with us to coordinate the site inspection we noticed many months ago. To review, on March 28, 2007, we noticed the inspection to take place on April 30, 2008. The parties thereafter agreed to defer the inspection pending summary judgment. On July 22, after we received Judge Conti's order on ConocoPhillips Company's summary judgment motion, I advised you that it would be necessary to reschedule the inspection. I then raised the issue again multiple times thereafter, both in writing and in person at the trial setting conference last week (at which you agreed to work with us to coordinate the inspection). You refused to provide timely dates for the inspection, instead waiting until yesterday evening to advise that you would not permit the inspection prior to August 7 or 8 (just 10 days prior to trial).

Your gamesmanship has obviously interfered with and prejudiced our ability to prepare the case for trial. Nevertheless, we will provide Mr. Key's expert witness report as soon as possible. Should you choose to depose him, we will of course work with you in good faith to schedule a deposition.

Very truly yours,


Adam Friedenber

Enc.

1 GLYNN & FINLEY, LLP
 CLEMENT L. GLYNN, Bar No. 57117
 2 ADAM D. FRIEDENBERG, Bar No. 205778
 JONATHAN A. ELDREDGE, Bar No. 238559
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jeldredge@glynnfinley.com
 7
 Attorneys for Defendant and Counter-Plaintiff
 8 ConocoPhillips Company

9

10 UNITED STATES DISTRICT COURT
 11 NORTHERN DISTRICT OF CALIFORNIA

| | | |
|---------------------------------------|---|---|
| 12 HOUTAN PETROLEUM, INC. |) | Case No. 3:07-cv-5627 |
| 13 Plaintiff, |) | |
| 14 vs. |) | <u>DEFENDANT AND COUNTER-</u> |
| 15 CONOCOPHILLIPS COMPANY, a Texas |) | <u>PLAINTIFF CONOCOPHILLIPS</u> |
| 16 corporation and DOES 1 through 10, |) | <u>COMPANY'S SUPPLEMENTAL EXPERT</u> |
| Inclusive |) | <u>WITNESS DISCLOSURE</u> |
| 17 Defendants. |) | |
| 18 _____ |) | Before: Hon. Samuel Conti |
| |) | Trial Date: August 18, 2008 |

19

20 Pursuant to Federal Rule of Civil Procedure 26, Defendant and Counter-Plaintiff
 21 ConocoPhillips Company ("ConocoPhillips") hereby discloses Jeff M. Key, MAI, P.E., as an
 22 expert witness it expects to use at trial to present evidence. Mr. Key's qualifications, and
 23 publications he has authored, are set forth in the Curriculum Vitae attached hereto as **Exhibit A**.
 24 Mr. Key's compensation for this matter is \$375 per hour.

25 Mr. Key has testified as an expert at trial or deposition in the following matters in the last
 26 four years: *Todd C. Danley & Kathleen L. Danley v. W. Michael Scott*, Case No. 06CC02850,
 27 Orange County Superior Court (deposition and trial).

28 ///

1 Mr. Key will offer opinions regarding ConocoPhillips' bona fide offer to sell its
2 equipment and improvements to Plaintiff and the fair market value of those equipment and
3 improvements. Mr. Key may also offer opinions in response or rebuttal to experts and expert
4 opinions on which Plaintiff relies. ConocoPhillips has properly noticed, and attempted to
5 schedule with Plaintiff, an inspection of the subject property so that Mr. Key may prepare a
6 detailed appraisal and expert witness report, but Plaintiff has refused to cooperate to schedule
7 such an inspection at a mutually convenient time. Accordingly, Mr. Key has not been able to
8 complete a report reflecting the opinions he may offer at trial pursuant to Federal Rule of Civil
9 Procedure 26. Mr. Key will prepare such a report as expeditiously as possible given these
10 circumstances, and ConocoPhillips will thereafter promptly provide Plaintiff with a copy of that
11 report, and make Mr. Key available for deposition at a mutually convenient time and place.

12 This disclosure is made based on information currently known to ConocoPhillips.
13 Discovery and investigation are ongoing, and ConocoPhillips reserves the right to offer at trial
14 such further and additional opinions and/or expert witnesses as may become necessary. This
15 disclosure is supplemental to the previous disclosures made by ConocoPhillips in this action, and
16 ConocoPhillips expects to use at trial expert and percipient witnesses identified in those previous
17 disclosures.

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20 Dated: July 31, 2008

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GLYNN & FINLEY, LLP
CLEMENT L. GLYNN
ADAM FRIEDENBERG
JONATHAN A. ELDREDGE
One Walnut Creek Center
100 Pringle Avenue, Suite 500
Walnut Creek, CA 94596

By

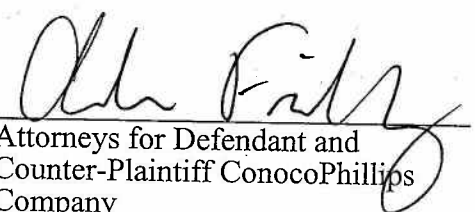
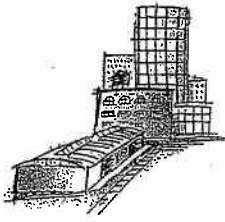

Attorneys for Defendant and
Counter-Plaintiff ConocoPhillips
Company

EXHIBIT A



HERRON C O M P A N I E S

2929 Edinger Avenue
Tustin, CA 92780

QUALIFICATIONS OF THE APPRAISER **JEFFREY M. KEY, MAI, P. E.**

EDUCATION

Master of Engineering, Civil Engineering, 1980--University of California, Berkeley, California. Major in Structural Engineering and Structural Mechanics; Minors in Business Management and Construction Engineering. Teaching Assistant for Department of Civil Engineering during 1978-1979 Academic Year.

Bachelor of Science, Engineering, 1978--California State University, Fullerton, California. Emphasis in Civil Engineering.

FORMAL TRAINING

Appraisal Institute:

Basic Valuation Procedures
Standards of Professional Practice
Real Estate Appraisal Principles
Various Seminars and Classes

Capitalization Theory and Techniques
Case Studies in Real Estate Valuation
Report Writing & Valuation Analysis

PROFESSIONAL DATA

Certified General Appraiser, State of California, AG015297 (3/31/09)
Member, Appraisal Institute
Registered Professional Civil Engineer, State of California
Registered Professional Civil Engineer, State of Alaska
Member American Society of Civil Engineers (ASCE)
Member ASCE Committee on Construction Equipment and Techniques

PROFESSIONAL EXPERIENCE

Vice President, Real Estate Appraiser, S. S. Herron & Associates, Inc., Tustin, CA.
Supervise appraisers, including training, review, and administration. Prepare full narrative reports on a variety of properties including office, retail, industrial and residential properties--February 1985 to present

PROFESSIONAL EXPERIENCE (continued)

Design Engineer, SF/Braun, Orange, CA. Analysis, design, procurement and construction related to industrial projects; cost estimating and technical support of procurement operations for Arctic construction; preparation of technical reports and proposals--July 1980 to February 1985

Part-Time Lecturer, Department of Mechanical Engineering, California State University, Fullerton, CA. Instructor for Engineering Unified Laboratory--1981 to 1984

TYPES OF PROPERTIES APPRAISED

Office Land and Improved Office Buildings and Condominiums

Commercial Land and Commercial Shopping Centers

Industrial Land and Industrial Buildings

Motel Properties

Apartment Complexes

Residential and Commercial Land Subdivision

Golf Course and Driving Range Properties

Medical Office Buildings

Congregate Care, Board and Care Facilities

Car Wash and Gas Station Properties

Truck Stops and Going Concern Operations

PUBLICATIONS

Key, Jeffrey M., "Computer Simulation of a Solar Energy System," *Sunworld*, Vol. #4, 1979.

Key, Jeffrey M. and Gerwick, Ben C. Jr., "Construction of Fixed, Deep-Water Bridges," proceedings of ASCE Specialty Conference on Construction Equipment and Techniques for the Eighties, at Purdue University, March 28-31, 1982.

Bryce, Peter W. and Key, Jeffrey M., "Modified Reel Method for Subsea Arctic Pipelines," proceedings of ASCE Specialty Conference on Pipelines in Adverse Environments, at San Diego, California, November 14-16, 1983.

Key, Jeffrey M., "Arctic Pipeline Hardware," proceedings of ASCE Specialty Conference on Civil Engineering in the Arctic, at San Francisco, California, April 1985.

Key, Jeffrey M., "Earthmoving and Heavy Equipment," *Journal of Construction Engineering and Management*, American Society of Civil Engineers, Volume 113, No. 4, December 1987.

Herron, Steven Schmidt, and Key, Jeffrey M., "How to Get Your Carwash Appraised," *Professional Carwashing & Detailing*, Vol. 18, No. 11, November 1994.

Herron, Steven Schmidt, and Key, Jeffrey M., "How Much Does Traffic Count?," *Professional Carwashing & Detailing*, Vol. 19, No. 7, July 1995.

Herron, Steven Schmidt, and Key, Jeffrey M., "Location: The \$3 Million Gamble," *Professional Carwashing & Detailing*, Vol. 22, No. 6, June 1998.



Business, Transportation & Housing Agency

OFFICE OF REAL ESTATE APPRAISERS

REAL ESTATE APPRAISER LICENSE

OREA APPRAISER IDENTIFICATION NUMBER

AG015297

JEFFREY M. KEY

has successfully met the requirements for a license as a general real estate appraiser in the State of California and is, therefore, entitled to use the title "Certified General Real Estate Appraiser".

This license has been issued in accordance with the provisions of the Real Estate Appraisers' Licensing and Certification Law.

I certify under penalty of perjury
that this is a true and correct copy
of my original license or certificate.

3/8/07
Date

Jeffrey M Key
Signature

Audit No. 89293

OFFICE OF REAL ESTATE APPRAISERS

Anthony J. Magawala

Date Issued: April 1, 2007

Date Expires: March 31, 2009

THIS DOCUMENT CONTAINS A TRUE WATERMARK - HOLD UP TO LIGHT TO SEE "SAFE" AND "VERIFY FIRST"